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OMB APPROVAL

TAN COME DANS COME COME BING HIND HER LAST CONTRACT	UNITED STATE	rs .	OMB NUMBER: 32	35-0076
06063284	URITIES AND EXCHANG		Expires: November:	30, 2001
	Washington, D.C. 2		Estimated average burden	•
	*** ushington, D.C. 2	.	hours per response	16.00
	FORM D	- -		
NOTI	CE OF SALE OF SECURITI	ES PURSUANT TO	SEC USE ON	II.Y
•	REGULATION !	D,	Prefix	Serial
•	SECTION 4(6), AN			Serial
. , UN	IFORM LIMITED OFFERI	NG EXEMPTION	DATE RECEI	VED
			The recent	V LD
Name of Offering (□ check if this	is an amendment and name has cha	anged, and indicate change)	A RECEIVED	
	į	anged, and indicate change.)	137	
Class A Membership Interes	ts	/	NOV 1 4 2006	
Filing Under (Check box(es) that a		2-1- 505 Pul- 506 Gardin		<u> </u>
- 1		Rule 505 ■ Rule 506 □ Section	4(6)A3COLOE	
Type of Filing: ■ New Filing □	Amendment			
į,	, A.	BASIC IDENTIFICATION DATA	213/9	
Enter the information requested	shout the issuer			· · · · · · · · · · · · · · · · · · ·
T. Ener are information requested	about the issuer		·	
Name of Issuer (check if this is	an amendment and name has chang	ed, and indicate change.)		
Evergreen Quantico Associa	og IIC		,	
Evergreen Quantico Associat				
Address of Executive Offices	(Number and Street, City, State, 2	Lip Code)	Telephone Number (Including Area	Code)
9669 B Main Street, Fairfax,	VA: 22031		703-503-5555	-
\$ **)		•	
Address of Principal Business Ope	rations (if (Number and S	treet, City, State, Zip Code)	Telephone Number (Including Area	CHUULSSED
different from Executive Offices)	·			
Brief Description of Business: To	acquire, develop, own and de	eal with real estate		DEC 0 6 2006
Č	İ		\mathcal{L}	
·				THOMSON
Type of Business Organization	İ			FINANCIAL
□ corporation	•	ership, already formed	■ other (please specify): limited lia	bility company
□ business trust		ership, to be formed		
	Month		.	
Actual or Estimated Date of Incorp		06 ■ Actual □ Estimated	•	
Jurisdiction of Incorporation of Or		ostal Service abbreviation for State:	Vii-i-	
	CN for Canad	la; FN for other foreign jurisdiction)	Virginia	
GENERAL INSTRUCTIONS	1.			

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

j j		A. BASIC IDENT	IFICATION DATA		
 Each executive officer and dire 	the issuer has be he power to vote ctor of corporate	or dispose, or direct the issuers and of corporate	vote or disposition of, 10		ass of equity securities of the issuer; hip issuers; and
Each general and managing par	tner of partnersh	np issuers.			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	■ Manager
Full Name (Last name first, if individual) Hillside Holdings LLC	:				
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)		
11921 Freedom Drive, Suite 980, Re	eston, Virginia	a 20190			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		1			
Mark Larsen		j		•	
Business or Residence Address	(Number and S	street, City, State, Zip Co	de)		
11921 Freedom Drive, Suite 980, Re			uc)		
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	LI FIORIOLEI	i Beneficial Owner	La Executive Officer	Li Director	Octicial allow Malaging Fattici
		,			
Dario Davies Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)		
9669 B Main Street, Fairfax, VA 22	•	lucci, chy, state, zip cot	,		
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		-			
Robert Seidel		į I			•
Business or Residence Address 9669 B Main Street, Fairfax, VA 22		treet, City, State, Zip Coo	le)		•
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		~ }			
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)	•	
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		j.			,
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de) .	·	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	,	ļ 			
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	٠	1 			
ŗ					•
Business or Residence Address	(Number and	Street, Çity, State, Zip Co	ode)		
* , *		i	*		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

	B. INFORM	1ATION AB	OUT OFFE	RING				
	· · · · · · · · · · · · · · · · · · ·				•		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited	d investors in	this offering	?				
_	Answer also in Appendix, Column 2,					'		
2.	What is the minimum investment that will be accepted from any indi	vidual?	····			*******	\$ <u>50,000</u>	
•							Yes	No
3.								0
4.	Enter the information requested for each person who has been or will similar remuneration for solicitation of purchasers in connection with associated person or agent of a broker or dealer registered with the Si dealer. If more than five (5) persons to be listed are associated perso for that broker or dealer only.	n sales of secu EC and/or wit	rities in the o h a state or s	offering. If a tates, list the i	person to be list name of the brol	ed is an ker or		
Full	Name (Last name first, if individual)					•		
Ruci	iness or Residence Address (Number and Street, City, State, Zip Code)	\						
2431	mess of residence Address (values and Street, City, State, 21) Code,	,						
Nam	ne of Associated Broker or Dealer							
State	es in which Person Listed Has Solicited or Intends to Solicit Purchaser (Check "All States" or check individual States)	=				п	All States	
ſź	AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO]	_ [CT]	_ (DE)	_ [DC]		[GA]	_ [HI]	_ [ID]
_ []	$\begin{array}{cccccccccccccccccccccccccccccccccccc$	_ (ME)	_ [MD]	[MA]	(MI)	[MN]	[MS]	[MO]
_ [] _ []	IL] [IN] [IA] [KS] [KY] [LA] MT] [NE] [NV] [NH] [NJ] [NM] RI] [SC] [SD] [TN] [TX] [UT]	_ [NY] _ [VT]	[NC] [VA]	_ [ND] _ [WA]	_ (OH) _ _ (WV)	[OK] [WI]	_ {OR} _ {WY]	_ (PA) _ (PR)
		,					_ ` ' '	_ (***)
C.,11	name (Last name first, if individual)		·-···		· · · · · · · · · · · · · · · · · · ·		•	
run	name (Last name inst, it individual)							•
Duci	iness or Residence Address (Number and Street, City, State, Zip Cod	la\						
		ic)					-	
Nam	ne of Associated Broker or Dealer							
State	es in which Person Listed Has Solicited or Intends to Solicit Purchaser	S			٠			
	(Check "All States" or check individual States)				,		All States	
	AL] _[AK] _[AZ] _[AR] _[CA] _[CO]	_ (CT)	_ [DE]	_ [DC]	_ [FL] _ [MI]	[GA]	_ [HI]	_ [ID]
_ [] _ []	IL] _[IN] _ [IA] _ [KS] _ [KY] _ [LA] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM]		_ [MD] _ [NC]	_ [MA] _ [ND]		[MN] [OK]	_ [MS] _ [OR]	_ [MO] _ [PA]
_ []	[X] $[SC]$ $[SD]$ $[TN]$ $[TX]$ $[UT]$	_ [VT]	_ [VA]	_ [WA]	_ [wvj	[wɪj	_ [wy]	_ [PR]
Full	Name (Last name first, if individual)							
Busi	iness or Residence Address (Number and Street, City, State, Zip Cod	(e) .						
Nam	ne of Associated Broker or Dealer			· · · · · · · · · · · · · · · · · · ·				
State	es in which Person Listed Has Solicited or Intends to Solicit Purchaser	s						-
•	(Check "All States" or check individual States)				•••••	0	All States	
_{[A		_ [CT]	_ [D£]	_ [DC]	_ [FL]	[GA]	_ [HI]	_ [ID]
_ [] _ []	MT] [NE] [NV] [NH] [NJ] [NM]	_ [ME] _ [NY]	_ [MD] _ [NC]	_ [MA] _ [ND]	_ [OH] _	_[MN] _[OK]	_ [MS] _ (OR}	_ [MO] _ [PA]
_ [F	RI] = [SC] = [SD] = [TN] = [TX] = [TX]	_ [VT] ⁻	_ [VA]	_[WA]	_ [wvj	[wŋ	_ (wy)	_ [PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

exchange and already exchanged.	ne transaction is an exchange offering, ounts of the securities offered for	Aggregate Offering Price	Amount Already Sold
Type of Security	1		,
Debt	4	\$	\$ <u>`</u>
Equity		\$	\$
Common .	□ Preferred	Let t	110
Convertible Securities (including warrants)		\$	\$
Partnership Interests		\$	\$
Other (Specify): Class A membership interests)		\$ <u>1,700,000</u>	\$ <u>' 700,000</u>
Total		\$ <u>1,700,000</u>	\$ <u>700,000</u>
Answer also in Appendix, Column 3, if fi	ling under ULOE.	- • .	• •
and the second of the second o		•	
Enter the number of accredited and non-accredited investor offering and the aggregate dollar amounts of their purchase indicate the number of persons who have purchased securit their purchases on the total lines. Enter "0" if answer is "not purchase to the total lines.	rs who have purchased securities in this est. For offerings under Rule 504, ties and the aggregate dollar amount of	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u> </u>	6	\$
Non-accredited Investors			•
Total (for filings under Rule 504 only)			-
			\$
Answer also in Appendix, Column 4, if fi If this filing is for an offering under Rule 504 or 505, enter securities sold by the issuer, to date, in offerings of the type	the information requested for all		
prior to the first sale of securities in this offering. Classify	securities by type listed in Part C –	Type of	Dollar Amount
Question 1.			Sold
Question 1. Type of offering		Security	Sold .
Type of offering Rule 505			. Sold
Type of offering Rule 505Regulation A			\$ \$
Type of offering Rule 505			\$ \$ \$
Type of offering Rule 505Regulation A			\$\$
Type of offering Rule 505	issuance and distribution of the to organization expenses of the issuer notes. If the amount of an expenditure		\$\$ \$\$ \$\$
Type of offering Rule 505	issuance and distribution of the organization expenses of the issuer neces. If the amount of an expenditure eft of the estimate,	Security	\$ \$ \$ \$ \$ \$
Type of offering Rule 505	issuance and distribution of the to organization expenses of the issuer ncies. If the amount of an expenditure eft of the estimate.		\$ \$ \$ \$ \$
Type of offering Rule 505	issuance and distribution of the to organization expenses of the issuer nicies. If the amount of an expenditure eft of the estimate.	Security	\$ \$ \$ \$
Type of offering Rule 505	e issuance and distribution of the coorganization expenses of the issuer nicies. If the amount of an expenditure eft of the estimate.	Security	\$\$ \$\$ \$\$ \$\$ \$\$ \$\$ \$\$ \$\$
Type of offering Rule 505	issuance and distribution of the to organization expenses of the issuer ncies. If the amount of an expenditure eft of the estimate.	Security	\$ \$ \$ \$
Type of offering Rule 505	issuance and distribution of the to organization expenses of the issuer ncies. If the amount of an expenditure eft of the estimate.	Security	\$ \$ \$ \$
Type of offering Rule 505	issuance and distribution of the to organization expenses of the issuer ncies. If the amount of an expenditure eft of the estimate.	Security	\$ \$ \$ \$

-		3	E. STATE S	IGNATURE		
1.	Is any party desc	ribed in 17 CFR 230.252(c), (d), (e) or (f) p	resently subject to	any of the disqualification	Yes	No
	•	ch rule?	NOT APPI	ICABLE		. •
2.	_	issuer hereby undertakes to furnish to any s quired by state law.	tate administrator	of any state in which this notic	ce is filed, a notice on Fo	orm D (17 CFR 239.500) at
		•	I NOT APPLI	CABLE	•	
. 3.	The undersigned	i issuer hereby undertakes to the state admin	istrators, upon wri	ten request, information furnis	shed by the issuer to off	erees.
		ý A	NOT APPLI	CABLE		
4.		it issuer represents that the issuer is familiar tate in which this notice is filed and understable been satisfied.				
-		5. 19. 19. 19. 19.	NOT APPLI	CABLE		
The pers		is notification and knows the contents to be	true and has duly o	aused this notice to be signed	on its behalf by the unde	ersigned duly authorized
	er (Print or Type)			Signature	Date November	er 7, 2006
·	ne of Signer (Print	<u>)</u>	1	Title of Signer (Print or Type) e)	
Rob	ert B. Seidel		; }	Manager of Hillside Holdin	ngs, LLC, Manager	

Instruction:
Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 .	Intend non-ac investor	2 to sell to credited s in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E- Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
AL										
· AK		<u> </u>	* *							
ΑZ		`								
AR		:			. ,		•		!	
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MD		X	\$1,700,000 Class A Membership Interests			•		N/a -		
MA.										
MI			•							
MN										
MS				1		• .,				
МО							•			

APPENDIX

1	non-ac	to sell to ceredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-ltem 1)		4 Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E- Item 1)	
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NE) 							
NV	-	r		1					
NH		, ,		:					
NJ				1					
NM		·		İ					
NY		ir č							
NC		e ë					•		
ND		i i		İ					
ОН		x	\$100,000 Class A Membership Interests	1	\$100,000			N/a	
ОК		i							
OR		:							
PA	,			1					
RI									
SC									
SD				1					
TN		đ		!					
TX		K.		:					
UT	,								
VT									
VA		X	\$1,700,000 Class A Membership Interests	; . 5	\$600,000			N/a	
WA		1		!					
wv		r i							
wı		1 1		İ					
WY		1. E					•		
PR	,	1		1					